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Hearing Date: June 26, 2007
Hearing Time: 10:00 a.m.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

Chapter 11 Case
No. 05-44481 (RDD)

DELPHI CORPORATION, et al.,

Debtors.

(Jointly Administered)

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**RESPONSE OF KEY SAFETY STYSEMS, INC. TO THE DEBTORS’
FIFTEENTH OMNIBUS OBJECTION (SUBSTANTIVE) TO CLAIMS**

Key Safety Systems, Inc. (“KSS”), a general unsecured creditor of the Debtors in the above-captioned, jointly administered, chapter 11 cases (the “Debtors”), by its counsel, Stein Riso Mantel, LLP, for its Response in Opposition to the *Debtors’ Fifteenth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors’ Books and Records, (C) Untimely Claims and Untimely Tax Claim, and (D) Claims Subject to Modification, Tax Claims Subject to Modification, and Modified Claims Asserting Reclamation*, dated May 22, 2007 (the “Objection”), responds to the Objection as follows:

1. KSS is a supplier to the Defendants of seat belts, air bag equipment and other automotive equipment, and as of the date that the Debtors’ filed for protection

under chapter 11 of title 11, United States Code (the “Bankruptcy Code”), held claims against the Debtors of not less than \$195,077.21.

2. KSS timely filed in the Debtors’ cases a proof of claim, dated January 31, 2006, complete with supporting documentation attached thereto, a general unsecured claim in the amount of \$195,077.21 (the “KSS Claim”). A copy of the KSS proof of claim and the supporting documentation that was submitted therewith, is annexed hereto as Exhibit A.

3. The Debtors object to the KSS Claim as set forth in the Objection under Exhibit D-3, entitled “Claims Subject to Modification and Reclamation Agreement”, at page 6 of said Exhibit, and identify the KSS Claim as Claim No. 1790. In the Objection, the Debtors contend that (i) the KSS Claim should be reduced to the total amount of \$72,475.98, with \$3,803.60 designated as a priority claim and \$68,672.38 designated as an unsecured claim; and (ii) that the KSS Claim, as reduced, should be reclassified as being against the Chapter 11 debtor Delphi Automotive Systems LLC (Case No. 05-44640).

4. The Objection does not provide any basis to reduce the amount of the KSS Claim or to otherwise modify it. As set forth in the Proof of Claim annexed hereto which was timely filed with the Court, KSS has provided detailed supporting documentation for the full amount of the KSS Claim. Based on the foregoing, the Objection as it applies to the KSS Claim should be denied.

5. The Debtors should address any reply or other correspondence relating to KSS or the KSS Claim, to the undersigned.

6. The Debtors have consented to an extension of time, to June 21, 2007, by which KSS may timely file this Response to the Objection with the Court and provide copies to the parties designated in the Objection to receive service of this Response. Such service has been made by overnight delivery. Accordingly, it is respectfully submitted that this Response has been timely filed and served by KSS.

WHEREFORE, KSS respectfully requests that the Court deny the Debtors' Objection as it applies to the KSS Claim, and grant KSS such other and further relief as may be just and proper.

Dated: New York, New York
June 21, 2007

STEIN RISO MANTEL, LLP

By: /s/ Mark Chinitz
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